

**EXHIBIT "A"**

**ARTICLES OF INCORPORATION**

**EXHIBIT A: "ARTICLES OF INCORPORATION" ISSUED BY THE STATE OF DELAWARE, IS THE FIRST AND ONLY DOCUMENT. THERE HAVE BEEN NO AMENDMENTS AND NO ADDENDUMS TO THE ORIGINAL ARTICLES OF INCORPORATION.**

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ACCESS FIBER GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2007, AT 4:32 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4363797 8100

070764445

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5805711

DATE: 06-29-07

**CERTIFICATE OF INCORPORATION**

**OF**

**ACCESS FIBER GROUP, INC.**

**FIRST**

The name of this Corporation is ACCESS FIBER GROUP, INC.

**SECOND**

The name and address of its registered office and registered agent in the State of Delaware is Ferry, Joseph & Pearce, P.A., 824 Market Street, Suite 904, Wilmington, New Castle County, Delaware, 19801.

**THIRD**

The nature of the business and the objects and purposes to be transacted, promoted, and carried on are:

To engage in any lawful act or activities for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH**

The total number of shares of stock which this corporation is authorized to issue is Ten Thousand Shares (10,000) of voting common stock, all of which shares will be of no par value.

**FIFTH**

The name and mailing address of the incorporator is as follows:

Michael B. Joseph, Esquire  
824 Market Street, Suite 904  
P.O. Box 1351  
Wilmington, Delaware 19899-1351

**SIXTH**

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend, and repeal the By-Laws.

This corporation may in its By-Laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

The Directors shall have the power to alter or amend by resolution the rights, amounts, limitations or restrictions, etc. of any class of stock.

## **SEVENTH**

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of this corporation or any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequences of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

## **EIGHTH**

Meeting of stockholders may be held outside of the state of Delaware, if the By-Laws so provide. The book of the corporation may be kept (subject to any provisions contained in the statutes) outside of Delaware at such place or places as may be designated from time to time by the board of directors or in the By-Laws of the corporation. Election of directors need not be by ballot unless the By-Laws of the corporation shall so provide.

## **NINTH**

No contract or other transaction between the corporation and any other corporation shall be ineffective or invalidated by the fact that any one or more of the directors of this corporation is, or are interested in, or is a director or officer, or are directors or officers, of such corporation, and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act, or transaction of this corporation with any person or persons, firms, or corporations shall be ineffective or invalidated by the fact that any director or directors in this corporation is a party, or are parties to or interested in such contract, act or transaction, or in any way connected with such persons, firms, or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise interested.

## **TENTH**

No directors of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not apply to any liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts, or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. The directors shall have the power to adopt a By-Law granting indemnification to directors of the corporation.

**ELEVENTH**

Until such time as the corporation shall in its By-Laws adopt another inscription for a corporate seal, the corporate seal of the corporation shall have inscribed thereon only the words "Corporate Seal".

I, the undersigned, being the incorporator hereinabove named for the purpose of forming a corporation, in pursuance of an Act of the Legislature of the State of Delaware entitled "An Act Providing a General Corporation Law" (approved March 10, 1989) as codified and re-enacted as Title 8, Delaware Code of 1953, and the acts amendatory thereof and supplemental thereto, do make and file this Certificate of Incorporation and acknowledging the penalty for perjury, hereby declaring and certifying that the facts herein stated are true, pursuant to 8 Delaware Code Section 103(b)(2) and accordingly hereunto have set my hand this 29<sup>th</sup> day of June, A.D., 2007.

IN THE PRESENCE OF:

Judith L. Cullum

[Signature]  
Incorporator

**EXHIBIT "B"**

**INTRASTATE SERVICES**

**I, DANIEL T. MOORE, PRESIDENT AND CEO OF ACCESS FIBER GROUP, INC.,  
BEING FIRST DULY SWORN, DO HEREBY STATE THAT ACCESS FIBER GROUP,  
INC. HAS NOT PROVIDED AND HAS NOT COLLECTED FOR INTRASTATE  
SERVICE IN THE COMMONWEALTH OF KENTUCKY PRIOR TO FILING OUR  
INTENT TO PROVIDE TELECOMMUNICATIONS SERVICES IN THE  
COMMONWEALTH OF KENTUCKY.**

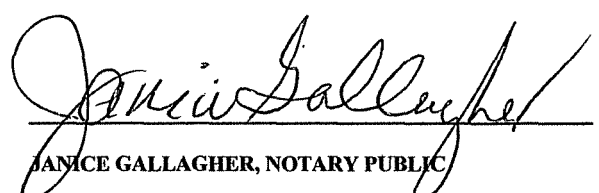
**ACCESS FIBER GROUP, INC.**

  
**DANIEL T. MOORE, PRESIDENT AND CEO**

**STATE OF ALABAMA**

**COUNTY OF JEFFERSON**

**THE FOREGOING WAS SIGNED, SWORN TO AND ACKNOWLEDGED  
BEFORE ME, THE NOTARY PUBLIC, ON THIS 23<sup>RD</sup> DAY OF NOVEMBER, 2009.**

  
**JANICE GALLAGHER, NOTARY PUBLIC**

**MY COMMISSION EXPIRES:**

**Janice G. Gallagher  
Notary Public, Alabama State At Large  
My Commission Expires 4/18/12**

**EXHIBIT C**  
**(PROPOSED INFORMATION TARIFF)**